

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	Ref. Docket No. 1518

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In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 4780-LTS
PUERTO RICO ELECTRIC POWER AUTHORITY,	
Debtor.	

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**SUPPLEMENTAL ORDER GRANTING MOTION FOR ENTRY OF
ORDER EXTENDING TIME TO ASSUME OR REJECT UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY PURSUANT
TO BANKRUPTCY CODE SECTION 365(d)(4), WITH RESPECT TO PREPA**

¹ The Debtors in the jointly-administered Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

Upon the Debtors' *Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4)* [ECF No. 1518] (the "Motion");² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interests of PREPA, its creditors, and other parties in interest:

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Attached hereto as Exhibit A is a list of Real Property Leases for which the respective landlords affirmatively consented to an extension PREPA's time to assume or reject their respective Real Property Leases. Unless otherwise provided in Exhibit A, the deadline of the time for PREPA to assume or reject any of the Real Property Leases listed on Exhibit A hereto is extended until the earlier of (i) January 1, 2019, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which PREPA's plan of adjustment is confirmed, without prejudice to (x) PREPA's right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of any party in interest to object to such requested extensions.
3. Attached hereto as Exhibit B is a list of additional Real Property Leases for which the respective landlords have been sent a request for a consensual extension of PREPA's time to assume or reject pursuant to section 365(d)(4) until the earlier of (i) January 1, 2019, (ii) the date of expiration or termination of such leases pursuant to their

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

own terms, or (iii) the date on which PREPA's plan of adjustment is confirmed, with an indication that they will have been deemed to consent absent an affirmative indication that they do not consent as requested, and for which no such consent or lack of consent has been indicated as of the date of presentment of this Order.

4. The deadline of the time for PREPA to assume or reject any of the Real Property Leases listed on Exhibit B is hereby extended until the earlier of (i) January 1, 2019, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which PREPA's plan of adjustment is confirmed, without prejudice to (x) PREPA's right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of any party in interest to object to such requested extensions, and subject to a reservation of the rights of each landlord on Exhibit B to assert that its consent was not validly provided.

5. PREPA may submit further orders on the Motion with respect to additional landlords who have consented or may in the future consent to an extension of PREPA's deadline to assume or reject Real Property Leases under Bankruptcy Code section 365(d)(4) until seven (7) days prior to the expiration of PREPA's deadline in accordance with the presentment procedures set forth in the *Third Amended Notice, Case Management and Administrative Procedures* [ECF No. 1512-1].

6. Nothing in the Motion or this Order shall be deemed or construed as (i) an assumption or rejection of any agreement, contract, or lease pursuant to Bankruptcy Code section 365, or (ii) an admission with respect to whether any of PREPA's contracts or leases is an unexpired lease of nonresidential real property within the meaning of

Bankruptcy Code section 365(d). The relief granted by this Order shall not affect PREPA's rights to assume, assume and assign, or reject any Real Property Leases.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SO ORDERED.

Dated: January 26, 2018

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge

EXHIBIT A

Real Property Leases Under Affirmative Consent¹

	LANDLORD	PROPERTY ADDRESS	CONTRACT NUMBER
1.	A LA ORDEN SHOPPING CENTER, SE	AVE. COMERÍO #600, TOA BAJA	
2.	ADMINISTRACIÓN DE TERRENOS*	AVE. JUAN HERNÁNDEZ ORTIZ, ISABELA	
3.	ADMINISTRACIÓN DE TERRENOS*	BO. SAN ANTÓN, PONCE	
4.	ÁNGEL OLIVERO BUDET	CALLE MUÑOZ RIVERA, FAJARDO	2016-P00067
5.	CENTRO DEL SUR MALL, LLC.	CENTRO DEL SUR MALL, AVE. MIGUEL POU, PONCE	
6.	DELMAR INVESTMENTS, SE	AVE. FAGOT #2971, PONCE	2018-P00005
7.	EDIFICIOS PÚBLICOS ²	CENTRO GUBERNAMENTAL DE GUAYANILLA	
8.	EDIFICIOS PÚBLICOS ³	CENTRO GUBERNAMENTAL DE JUNCOS, CALLE MUÑOZ RIVERA, JUNCOS	
9.	FIDEICOMISO INSTITUCIONAL DE LA GUARDIA NACIONAL (FIGNA)	PR-1 KM 57.2 CAYEY	2017-P00038
10.	FOMENTO INDUSTRIAL*	PARQUE INDUSTRIAL, CABO ROJO	
11.	FOMENTO INDUSTRIAL*	CALLE SAN IDELFONSO, COAMO	
12.	FOMENTO INDUSTRIAL*	OPERACIONES TÉCNICAS JUANA DÍAZ	
13.	FOMENTO INDUSTRIAL*	BO. ISLOTE, MANATÍ	
14.	FOMENTO INDUSTRIAL*	PR-102 SAN GERMÁN	
15.	FOMENTO INDUSTRIAL*	ÁREA INDUSTRIAL CAÍN ALTO PR-362 SAN GERMÁN	
16.	FOMENTO INDUSTRIAL*	PR-181 SAN LORENZO	
17.	FOMENTO INDUSTRIAL*	BO. MARTINO, VIEQUES	
18.	GEREN COOP	COND. SAN ALBERTO CALLE CONDADO, SANTURCE	2017-P00079
19.	HAYDEE E. REICHARD, JUAN C Y PABLO G CANCIO REICHARD	CARR. #2 BO. CAIMITAL ALTO, AGUADILLA	2017-P00007
20.	JOSÉ RUIZ VÁZQUEZ	CARR. 385 BO TALLABOA SECTOR SEBORUCO, PEÑUELAS	2017-P00077
21.	JUAN JOSÉ RIVERA BERRÍOS	CALLE BALDORIOTY #42, COAMO	2017-P00010
22.	KELLER HOLDINGS, LLC	CALLE MCKINLEY #108 ESQUINA DOCTOR VADÍ, BARRIO CRISTY, MAYAGÜEZ	2017-P00006

¹ Landlords marked with an asterisk provided consent via telephone conversation with representatives of Pietrantoni Mendez & Alvarez.

² Deadline to assume / reject lease is May 28, 2018 [Case No. 17-4780, ECF No. 1800].

³ Deadline to assume / reject lease is May 28, 2018 [Case No. 17-4780, ECF No. 1800].

EXHIBIT A

Real Property Leases Under Affirmative Consent

	LANDLORD	PROPERTY ADDRESS	CONTRACT NUMBER
23.	M. OTERO Y CIA, SE	PLAZA PUERTO DEL SOL, CARR. #2 KM49.7, MANATÍ	2017-P00042
24.	NIVIA Y CARMEN FERNÁNDEZ TORRES	CALLE LUIS MUÑOZ RIVERA, BARRANQUITAS	2017-P00043
25.	OFFICE PARK, INC.*	PR-2 BO. SÁBALOS, MAYAGÜEZ	2017-P00062
26.	SONUVAC, INC.	CONSOLIDATED MALL, CAGUAS	2017-P00013

EXHIBIT B

Real Property Leases Under Deemed Consent

	LANDLORD	PROPERTY ADDRESS	CONTRACT NUMBER
1.	AAA MINI ALMACENES PÚBLICOS	245 CALLE ROSA URB. FERRY BARRANA, PONCE	
2.	BANCO POPULAR DE PR	CALLE ARZUAGA, SAN JUAN	2017-P00064
3.	CAROLINA SHOPPING COURT, INC.	PR #3, BO. HOYO MULAS, CAROLINA	2014-P00058
4.	DESARROLLADORA LCP, CORP.	LINCOLN CENTER PLAZA, CALLE MUÑOZ RIVERA, CAGUAS	2017-P00084
5.	ESTANCIAS DE JUANA DÍAZ, INC.	CALLE TOMÁS CARRIÓN #35, JUANA DÍAZ	2017-P00045
6.	F.D.R. 1500 CORP.	AVE. ROOSEVELT #1500, SAN JUAN	
7.	FANOVIDAL , SE	CANTON MALL, CALLE BETANCES #40, BAYAMÓN	
8.	ISMAEL MELÉNDEZ RIVERA E HIJOS	BO. FELICIA, SANTA ISABEL	
9.	JORGE A. MUNDO	CALLE PALMER #103, CANÓVANAS	
10.	LA QUINTA SHOPPING CENTER, CORP.	CALLE LUNA #175, LA QUINTA SHOPPING CENTER, SAN GERMÁN	2016-P00014
11.	MAO AND ASSOCIATES INVESTMENT, INC.	PR #14, BO. MONTELLANO, CAYEY	2017-P00044
12.	MUNICIPIO DE CULEBRA	CALLE PEDRO MÁRQUEZ, CULEBRA	
13.	MUNICIPIO DE DORADO	PABELLÓN RAFAEL HERNÁNDEZ COLÓN, CALLE MÉNDEZ VIGO, DORADO	2017-P00081
14.	MUNICIPIO DE UTUADO	CALLE ESTEVES, UTUADO	2017-P00082
15.	RIV, INC.	CONSOLIDATED MALL, CAGUAS	
16.	SAN JOSÉ BUILDING ASSOCIATES	EDIF. SAN JOSÉ BUILDING, AVE. PONCE DE LEÓN, SANTURCE	2017-P00083